

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11 Case No.:
:
MOTORS LIQUIDATION COMPANY, et al. : 09-50026 (REG)
f/k/a General Motors Corp., et al. :
:
Debtors. : (Jointly Administered)
:
-----X

**SECOND INTERIM APPLICATION OF FTI CONSULTING, INC. FOR
ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF
EXPENSES FOR SERVICES RENDERED IN THE CASE FOR THE PERIOD
OCTOBER 1, 2009 THROUGH JANUARY 31, 2010**

Name of Applicant: FTI Consulting, Inc.

Authorized to Provide
Professional Services to: THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF MOTORS
LIQUIDATION COMPANY, et al.

Date of Retention: August 18, 2009 (effective June 3, 2009)

Period for which compensation
and reimbursement is sought: October 1, 2009 to January 31, 2010

Amount requested in this fee app
Compensation requested: \$2,066,666.00
Expense reimbursement requested: \$18,756.18

Amount previously requested
Compensation requested: \$4,435,036.25
Expense reimbursement requested: \$74,500.84

This is an (a): X Interim ___ Final Application

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
	:
MOTORS LIQUIDATION COMPANY, et al.	:
f/k/a General Motors Corp., et al.	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.:
09-50026 (REG)
(Jointly Administered)

**SECOND INTERIM APPLICATION OF FTI CONSULTING, INC. FOR
ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF
EXPENSES FOR SERVICES RENDERED IN THE CASE FOR THE PERIOD
OCTOBER 1, 2009 THROUGH JANUARY 31, 2010**

FTI Consulting, Inc. (“FTI” or “Applicant”), as financial advisors to the Official Committee of Unsecured Creditors (the “Committee”) of Motors Liquidation Company, et al. (“MLC”), the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors” or the “Company”) and, together with their non-debtor affiliates, hereby submits its second application pursuant to 11 U.S.C. §§330 and 331 for an interim allowance of compensation for services rendered and for reimbursement of expenses incurred in these cases.

INTRODUCTION

1. By this application, FTI seeks interim allowance of compensation for professional services rendered as financial advisors to the Committee for the period October 1, 2009 through and including January 31, 2010 (the “Second Interim Period”) in the amount of

\$2,066,666.00, representing 3,468.3 hours in professional services, and actual and necessary expenses of \$18,756.18. In support of this application, the Applicant represents as follows:

2. This application is submitted pursuant to the terms of the Order Pursuant to 11 U.S.C. § 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated August 7, 2009 (the “Administrative Fee Order”). FTI is seeking the interim award and the full payment, without any holdback of fees, of \$2,066,666.00 in fees and \$18,756.18 for reimbursement of its expenses relating to services rendered on behalf of the Committee during the Second Interim Period. Included in the \$2,066,666.00 fee amount is \$413,333.00 that represents the 20% professional fee holdback as required in the Administrative Fee Order for the period of October 1, 2009 through January 31, 2010.

BACKGROUND

3. On June 1, 2009 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the United States Code (the “Bankruptcy Code”). The Debtors have continued to operate their businesses and manage their properties as debtors-in-possession pursuant to 1107(a) and 1108 of the Bankruptcy Code.

4. On June 3, 2009, the Office of the United States Trustee for the Southern District of New York, pursuant to section 1102 of the Bankruptcy Code, appointed the Committee to represent the interests of all unsecured creditors in these Chapter 11 Cases.

5. On June 3, 2009, the Committee selected Kramer Levin Naftalis & Frankel LLP as its Counsel (“Committee Counsel”) and FTI Consulting as its Financial Advisor.

6. By an Order dated August 18, 2009, the United States Bankruptcy Court for the Southern District of New York authorized and approved the Committee's retention of FTI *nunc pro tunc* to June 3, 2009.

7. On July 10, 2009, General Motors Company ("New GM"), formerly known as NGMCO, Inc. and successor-in-interest to Vehicle Acquisition Holdings LLC, completed the acquisition of substantially all of the assets of Motors Liquidation Company ("Old GM" or "MLC"), formerly known as General Motors Corporation, and its direct and indirect subsidiaries, Saturn LLC ("Saturn LLC"), Saturn Distribution Corporation ("Saturn Distribution") and Chevrolet-Saturn of Harlem, Inc. ("Harlem", and collectively with Old GM, Saturn LLC and Saturn Distribution, the "Sellers"). The sale was consummated pursuant to the Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009, as amended (the "Purchase Agreement"), between the Sellers and New GM. The Purchase Agreement was entered into in connection with the Sellers' filing of voluntary petitions for relief under the Bankruptcy Code in this Court, and was completed pursuant to Section 363(b) of the Bankruptcy Code (the "363 Sale") and the Order of this Court dated July 5, 2009. Subsequent to the 363 Sale, the Debtors continue to manage the remaining assets in the Estate and are in the process of winding down the Estate.

8. As stated in the FTI Retention Application and the Retention Order entered by the Court on August 18, 2009, FTI has agreed to seek compensation (a) on an hourly basis from the commencement of the FTI Committee Engagement on June 3, 2009 to the date of closing of the 363 Sale, which closed during the morning of July 10, 2009 and (b) on a fixed monthly fee basis for the period thereafter, plus reimbursement of actual and necessary expenses.

SUMMARY OF SERVICES RENDERED

9. The Debtors' chapter 11 cases have presented and continue to present numerous complex issues that had to be addressed in order to preserve and maximize value for unsecured creditors. The Retention Order authorizes FTI to render essential financial advisory services to the Official Committee of Unsecured Creditors, which included, but were not limited to the following services during the Second Interim Period:

PCD 1 Current Operating Results & Events

FTI reviewed and analyzed New GM's operating results, including monthly vehicle sales by brand. FTI prepared detailed reports to the committee analyzing GM's vehicle sales trends and market share information. FTI monitored the court docket on a daily basis to identify and review key filings. FTI compiled and summarized news articles for any activity that may have an impact on potential recoveries to the unsecured creditors.

These services were essential to ensure the Committee had a complete understanding of these issues and to ensure that value was being maximized. FTI reviewed and analyzed NewGM's financial results as of 9/30/2009, obtained and reviewed reports prepared by fixed income analysts at various investment banks and prepared a report to the Committee outlining the potential recovery ranges to unsecured creditors.

PCD 5 Real Estate and Environmental Issues

FTI continued to expend a significant amount of time reviewing and analyzing the assumptions made by the Debtors in the development of potential remediation costs and environmental claims estimates. FTI has had discussions with the Debtors' advisors on a regular basis to discuss (a)

their progress in addressing pending environmental issues, (b) their approach and updates from their efforts to negotiate with regulatory authorities regarding environmental remediation, (c) their proposed approach to develop an insurance program to cover environmental expenses and (d) the progress on a transition timeline to shut down certain manufacturing plants that are being leased to General Motors Company ("NewGM"). FTI performed an extensive review and analysis of the Debtors' revised environmental remediation estimate. FTI received information on a site by site basis and compared the original and revised estimates to understand the variances and assess the reasonableness of the overall process and results. FTI has presented its findings to the Committee on same. These services are essential to ensure the Committee has a complete understanding of these issues and to ensure that claims and remediation costs are being dealt with in a responsible manner.

PCD 6 Asset Sales

FTI continued to monitor and provide feedback to the Debtors with respect to the proposed sale of the Strasbourg asset. FTI received updates and discussed critical issues related to Strasbourg such as the negotiation of commercial agreements with New GM, analysis of financial agreements, dealings with key customers and progress on the sale process. FTI monitored the developments related to the failed sale of Opel and its potential impact on unsecured creditors. FTI discussed with the Debtors the sale of the Wilmington facility and its related documentation. FTI also discussed and analyzed other potential non-core asset sales and provided feedback to the Debtors regarding these proposed transactions. FTI provided updates on all proposed asset sales as part of its periodic reports to the Committee.

PCD 14 Analysis of Claims/Liab Subject to Compromise

FTI performed due diligence with respect to the allocation of claims between MLC and NewGM and the overall impact on recoveries to unsecured creditors. FTI monitored the Debtors' progress with respect to the resolution of unliquidated claims, including product liability claims and other litigation claims, and the implementation of ADR procedures. FTI met regularly with the Debtors and their advisors to understand and assess the Debtors' latest claims estimates, to review and assess potential claims settlements pursuant to the claims settlement protocol, and to develop a strategy to facilitate the claims review and reconciliation process. These meetings are critical to ensure that claims are resolved in an efficient manner and that the overall claims pool in the estate is kept as low possible and to facilitate an expeditious exit from Bankruptcy. FTI analyzed and discussed with the Debtors' advisors and with Committee counsel significant individual claims, including but not limited to, the Nova Scotia bond claims and the Nummi claim to assess the merits of these claims and develop strategies to negotiate and settle these claims. FTI reviewed and summarized the omnibus claims objections filed by the Debtors to understand the rationale and merits of such objections. FTI performed analyses to calculate and reconcile claim amounts related to the Debtors' various bond issuances, including principal amounts outstanding and accrued interest calculations. FTI prepared periodic reports to the Committee to keep them apprised of the status of the claims pool and the Debtors' efforts to negotiate and settle claim amounts.

PCD 15 Analyze Interco Claims, Related Party Transactions, SubCon

FTI performed extensive analyses related to the potential claims to be filed with respect to the Nova Scotia bonds. FTI reviewed and analyzed relevant documents including the original

issuance documents, the Lock Up Agreement, the swap related documents and the various intercompany transactions that occurred between the time of issuance and the Bankruptcy filing by the Debtors. FTI also prepared analyses related to the corporate and legal organizational structure of the Debtors to understand which entities stayed behind under MLC after the transaction and which entities needed to be wound down. FTI prepared reports to the Committee summarizing its findings on the topics above.

PCD 16 Analysis, Negotiation, and Formulation of Plan of Liquidation and Disclosure Statement

FTI met with the Debtors to review and analyze the assumptions and proposed structure of the Plan of Liquidation, including the updated detailed wind-down budget and the draft plan term sheet. FTI performed detailed diligence on the proposed wind-down budget including the proposed uses of the remaining funds and the Debtors assumptions used to develop the budget. These tasks were essential to ensure that the proposed structure and funding result in a successful Plan of Liquidation. FTI prepared reports to the Committee summarizing its findings on the topics above.

PCD 17 Wind Down Monitoring

FTI reviewed the relevant Debtors' filings related to wind down activities. FTI participated in weekly conference calls with the Debtors' advisors to discuss critical issues related to the progress of the wind down process. FTI reviewed and analyzed periodic reports prepared by the Debtors regarding the status of the wind down activities. FTI also analyzed and summarized the Monthly Operating Reports filed by the Debtors with the Bankruptcy Court. FTI monitored the

Debtors' wind down activities and developed monthly status update reports to the Committee. FTI expended significant time developing and presenting numerous reports to the Committee that (a) highlighted the major developments in these cases, (b) provided financial analyses on matters impacting recoveries to unsecured creditors and (c) summarized complex issues facing the Debtors.

PCD 18 Potential Avoidance Actions & Litigation

FTI performed analyses to assess the merits of pursuing potential avoidance actions. FTI prepared reports to the Committee including its views on such potential avoidance actions.

PCD 24 Preparation of Fee Application

FTI expended necessary resources to ensure the timely filing of monthly fee statements in accordance with the Administrative Order Pursuant to 11 U.S.C. Sections 105(a) and 331 Establishing Procedures For Interim Compensation and Reimbursement of Expenses of Professionals dated August 7, 2009. Time in this category includes preparing the Monthly Fee Statements for the fee periods of September through December 2009, as well as the time spent in preparing the First Interim Application of FTI Consulting, Inc. for Allowance of Compensation and for Reimbursement of Expenses.

ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES

10. All of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee, and not on behalf of any other entity. FTI respectfully submits that the professional services rendered were necessary, appropriate and have

contributed to the effective administration of the Debtors' chapter 11 cases and maximization of value. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically.

11. During the Second Interim Period, FTI professionals expended an aggregate of 3,468.3 hours in rendering services on behalf of the Committee for a total fee of \$2,066,666.00. FTI submits that its fee is reasonable for the work performed in these cases and the results obtained.

12. FTI incurred out-of-pocket expenses of \$18,756.18 in connection with the rendition of the professional services described above during this Second Interim Period. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Committee in these Chapter 11 cases.

APPLICATION

13. This application is made by FTI in accordance with the Guidelines adopted by the Executive Office for the United States Trustees and the Administrative Order.

Pursuant to this application, FTI has attached the following exhibits:

A. Exhibit A -- Certification Under Guidelines for Fees and Disbursements for Professionals in Respect of Second Interim Application of FTI Consulting, Inc;

B. Exhibit B -- Retention Order dated August 18, 2009 authorizing the employment and retention of FTI Consulting, Inc. effective as of June 3, 2009 to provide professional services as Financial Advisors to the Official Committee of Unsecured Creditors;

C. Exhibit C -- Summary of billings and collections for each of the months covered in the Second Interim Period;

D. Exhibit D -- Summary of time by professional;

E. Exhibit E -- Summary of time by task code;

F. Exhibit F -- Summary of out of pocket expenses by category incurred during the Second Interim Period;

G. Exhibit G -- Detail of expenses by category and professional incurred during the Second Interim Period.

CONCLUSION

14. No agreement or understanding exists between FTI and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

15. No prior application has been made to this or any other Court for the relief requested herein for the Second Interim Period.

WHEREFORE, FTI respectfully requests that this Court enter an order:

- a. approving the allowance of \$2,066,666.00 for compensation for services rendered during the Second Interim Period, and reimbursement of \$18,756.18 for out of pocket expenses,
- b. directing the payment of such fees by the Debtors, and
- c. granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York
March 16, 2010

FTI Consulting, Inc.
Financial Advisors to the Official Committee
Of Unsecured Creditors

By: 

Michael Eisenband
Senior Managing Director
Three Times Square
New York, NY 10036
(212) 499-3647

EXHIBIT

“A” Certification

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re:	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, et al.	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT OF SECOND APPLICATION OF FTI
CONSULTING, INC., FINANCIAL ADVISOR TO
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR INTERIM
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES DURING PERIOD FROM
OCTOBER 1, 2009 THROUGH AND INCLUDING JANUARY 31, 2010**

Pursuant to the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 24, 1991 and amended April 21, 1995 (together, the "Local Guidelines"), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "U.S. Trustee Guidelines" and, together with the Local Guidelines, the "Guidelines"), the undersigned, a senior managing director of FTI Consulting, Inc. ("FTI"), financial advisors to the Official Committee of Unsecured Creditors (the "Committee") of Motors Liquidation Company and its affiliated debtors in possession in the above-captioned cases (collectively, the "Debtors"), hereby certifies with respect to FTI's second application for allowance of compensation for services rendered and for reimbursement of expenses, dated March 16, 2010 (the "Application"), for the period of

October 1, 2009 through and including January 31, 2010 (the “Second Interim Period”) as follows:

1. I am the professional designated by FTI in respect of compliance with the Guidelines.
2. I make this certification in support of the Application, for interim compensation and reimbursement of expenses for the Second Interim Period, in accordance with the Local Guidelines.
3. In respect of section B.1 of the Local Guidelines, I certify that:
 - a. I have read the Application.
 - b. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines.
 - c. Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates in accordance with practices customarily employed by FTI and generally accepted by FTI’s clients.
 - d. In providing a reimbursable service, FTI does not make a profit on that service, whether the service is performed by FTI in-house or through a third party.
4. In respect of section B.2 of the Local Guidelines, I certify that FTI has provided statements of FTI’s fees and disbursements previously accrued, by filing and serving monthly statements in accordance with the Administrative Fee Order (as defined in the Application).
5. In respect of section B.3 of the Local Guidelines, I certify that copies of the Application are being provided to (a) the Court; (b) the Office of the United States Trustee; (c) counsel for the Debtors; (d) the Debtors; and (e) counsel for the Committee.

Dated: New York, New York
March 16, 2010

FTI Consulting, Inc.
Financial Advisors to the Official Committee
Of Unsecured Creditors

By: 

Michael Eisenband
Senior Managing Director
Three Times Square
New York, NY 10036
(212) 499-3647

EXHIBIT

“B”

Retention Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11 Case No.:
	:	
MOTORS LIQUIDATION COMPANY, et al.	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
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**ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF FTI CONSULTING, INC., AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, EFFECTIVE AS OF JUNE 3, 2009**

Upon the application (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the chapter 11 cases of the above-captioned debtors and debtors-in-possession herein (the “**Debtors**”), for entry of an order, pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532, as amended (the “**Bankruptcy Code**”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”), authorizing the retention and employment of FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees “**FTI**”) as financial advisor to the Committee *nunc pro tunc* to June 3, 2009, and upon the Declaration of Michael Eisenband (the “**Eisenband Declaration**”); and the Court being satisfied, based upon the representations made in the Application and the Eisenband Declaration, that such financial advisor represents no interest adverse to the Debtors’ estates or their creditors with respect to the matters upon which FTI is to be engaged, that FTI is a disinterested person as that term is defined under section 101(14) of the

Bankruptcy Code, and that FTI's employment is necessary and in the best interests of the Debtors' estates and their creditors; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefore, it is hereby

ORDERED that the Application is granted and approved in all respects; and it is further

ORDERED that the capitalized terms not defined herein shall have the meanings ascribed to them in the Application; and it is further

ORDERED that, pursuant to sections 328, 1103(a) and 1103(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rule 2014-1, the Committee is hereby authorized to employ FTI as its financial advisor, in accordance with the terms set forth in the Application, *nunc pro tunc* to June 3, 2009; and it is further

ORDERED that FTI's Monthly Fixed Fee and Completion Fee shall be subject to the standard of review provided in section 328(a) of the Bankruptcy Code except as noted below; and it is further

ORDERED that notwithstanding the foregoing, the United States Trustee shall retain the right to object to the Hourly Compensation, Monthly Fixed Fee and the Completion Fee based on the reasonableness standard provided for in Bankruptcy Code section 330; and it is further

ORDERED, that the Debtors and their estates shall be bound by the following indemnification provision:

FTI and its affiliates, and their respective past, present and future directors, officers, shareholders, employees, agents and controlling persons (the "Indemnified Parties"), shall be indemnified and held harmless by the Debtors to the fullest extent lawful, from and against any and all losses, claims, damages or liabilities (or actions in respect thereof), joint or several, arising out of or related to the Engagement, any actions taken or omitted to be taken by an indemnified party in connection with FTI's provision of services to the Committee, or any transaction or

proposed transaction contemplated thereby. In addition, the Indemnified Parties shall be reimbursed for any legal or other expenses reasonably incurred by them in respect thereof at the time such expenses are incurred; provided, however, that the Debtors shall have no liability under the foregoing indemnity and reimbursement agreement for any loss, claim, damage or liability which is finally judicially determined to have resulted primarily from the willful misconduct, gross negligence, bad faith or self-dealing of any Indemnified Party,

and it is further

ORDERED that for the periods covered by the Monthly Fixed Fee, FTI shall only be required to, maintain time records for services rendered, in half hour increments.

Dated: August 18, 2009
New York, New York

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT C
MOTORS LIQUIDATION COMPANY, CASE NO. 09-50026
SUMMARY OF FEES & EXPENSES BY MONTH
FOR THE PERIOD OCTOBER 1, 2009 TO JANUARY 31, 2010

	October 1, 2009 - October 31, 2009 (Fixed Fees)	November 1, 2009 - November 30, 2009 (Fixed Fees)	December 1, 2009 - December 31, 2009 (Fixed Fees)	January 1, 2010 - January 31, 2010 (Fixed Fees)	Total
<i>Fees</i>					
Incurrd & Billed	566,666.00	500,000.00	500,000.00	500,000.00	2,066,666.00
Paid	(453,333.00)	(400,000.00)	(400,000.00)		(1,253,333.00)
Unpaid	113,333.00	100,000.00	100,000.00	500,000.00	813,333.00
<i>Expenses</i>					
Incurrd & Billed	2,760.89	2,998.17	12,424.77	572.35	18,756.18
Paid	(2,760.89)	(2,998.17)	(12,424.77)		(18,183.83)
Unpaid	-	-	-	572.35	572.35
<i>Total Fees and Expenses</i>					
Incurrd & Billed	569,426.89	502,998.17	512,424.77	500,572.35	2,085,422.18
Paid	(456,093.89)	(402,998.17)	(412,424.77)	-	(1,271,516.83)
Unpaid	\$113,333.00	\$100,000.00	\$100,000.00	\$500,572.35	\$813,905.35

EXHIBIT D
MOTORS LIQUIDATION COMPANY, CASE NO. 09-50026
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD OCTOBER 1, 2009 TO JANUARY 31, 2010

Professional	Position	Total Hours
Phillips, Anna	Senior Managing Director	361.8
Tully, Conor	Senior Managing Director	143.8
Eisenband, Michael	Senior Managing Director	83.5
Beckman, David J	Senior Managing Director	36.8
Selwood, Michael J	Senior Managing Director	19.5
Shapss-Herringer, Wendy	Senior Managing Director	14.7
Hershman, Richard	Senior Managing Director	6.2
Woodward, David	Senior Managing Director	5.0
Gray, DeLain E	Senior Managing Director	2.0
Smalstig, David	Senior Managing Director	1.0
Joffe, Steven	Senior Managing Director	1.0
Star, Samuel	Senior Managing Director	0.6
Santambrogio, Juan	Managing Director	642.1
Hansen, Paul A	Managing Director	129.7
Ellis, Melissa	Managing Director	1.6
Siris, John	Managing Director	1.1
Nores, Juan	Director	430.8
Manalo, Caroline	Director	128.0
Coogan, Ronda	Director	20.5
Hofstad, Ivo J	Director	6.0
Martz, Peter	Director	1.5
Eversmann, Thomas	Director	0.3
Kim, Jin Tae	Senior Consultant	20.3
Nickerson, Kelly	Senior Consultant	19.4
Mischell, David	Senior Consultant	16.8
Heller, Justin	Consultant	14.9
Joyce, Brendan	Senior Consultant	14.1
Terry, Adam	Senior Consultant	11.7
Belczyk, Joshua	Senior Consultant	7.0
Brokmeier, Christopher	Senior Consultant	5.4
Lyman, Scott	Senior Consultant	2.0
Aboona, Sana	Senior Consultant	1.3
Bhatia, Kunal	Consultant	297.3
Wicker, Raven	Consultant	263.1
Lundsten, Kirsten	Consultant	200.9
Vinson, Kelsey	Consultant	183.8
Finley, Steven	Consultant	152.6
Walsh, Timothy	Consultant	82.9
Henderson, Austin	Consultant	16.6
Argiriou, James	Consultant	15.4
Hellmund-Mora, Marili	Associate	116.6
Johnston, Bonnie	Associate	32.4
Herold, Christopher	Associate	1.5
Sub-Total		3,513.5
Less: 50% discount for non-working travel time		(45.3)
Total		3,468.3

EXHIBIT E
MOTORS LIQUIDATION COMPANY, CASE NO. 09-50026
SUMMARY OF HOURS BY PROJECT CODE
FOR THE PERIOD OCTOBER 1, 2009 TO JANUARY 31, 2010

Project Code	Description	October 1, 2009 - October 31, 2009	November 1, 2009 - November 30, 2009	December 1, 2009 - December 31, 2009	January 1, 2010 - January 31, 2010	Total
1	Current Operating Results & Events	35.1	233.1	23.0	27.0	318.2
2	Cash & Liquidity Analysis	-	1.9	3.9	-	5.8
3	Financing Matters (DIP, Exit, Other)	1.3	-	-	-	1.3
4	Trade Vendor Issues	6.1	19.4	-	-	25.5
5	Real Estate Issues	218.0	151.6	30.8	36.8	437.2
6	Asset Sales	162.4	50.0	11.2	25.1	248.7
8	Valuation and Related Matters	-	83.1	3.7	-	86.8
9	Analysis of Employee Comp Programs	55.3	6.2	-	-	61.5
10	Analysis of Tax Issues	1.0	-	-	-	1.0
12	Analysis of SOFAs & SOALs	11.5	6.9	-	-	18.4
13	Analysis of Other Miscellaneous Motions	12.9	1.0	-	-	13.9
14	Analysis of Claims/Liab Subject to Compromise	128.0	72.3	155.3	161.2	516.8
15	Analyze Interco Claims, RP Trans, SubCon	136.1	96.9	-	-	233.0
16	Analysis, Negotiate and Form of POR & DS	-	-	100.0	40.0	140.0
17	Wind Down Monitoring	97.5	122.3	159.3	163.2	542.3
18	Potential Avoidance Actions & Litigation	-	0.8	1.2	107.3	109.3
19	Case Management	28.4	35.2	16.4	23.6	103.6
20	General Mtgs with Debtor & Debtors' Prof	50.6	33.2	9.1	18.0	110.9
21	General Mtgs with UCC & UCC Counsel	23.4	16.6	12.2	13.3	65.5
22	Meetings with Other Parties	4.0	-	0.8	-	4.8
23	Firm Retention	1.0	-	2.0	-	3.0
24	Preparation of Fee Application	64.6	75.1	74.2	38.5	252.4
25	Travel Time	11.2	10.1	69.2	-	90.5
32	Analysis of Insurance Coverage & Claims	9.7	8.1	82.3	23.0	123.1
Sub-Total		1,058.1	1,023.8	754.6	677.0	3,513.5
Less: 50% discount for non-working travel time		(5.6)	(5.1)	(34.6)	-	(45.3)
Total		1,052.5	1,018.8	720.0	677.0	3,468.3

EXHIBIT F
MOTORS LIQUIDATION COMPANY, CASE NO. 09-50026
SUMMARY OF EXPENSES BY CATEGORY
FOR THE PERIOD OCTOBER 1, 2009 TO JANUARY 31, 2010

Expense Category	October 1, 2009 - October 31, 2009	November 1, 2009 - November 30, 2009	December 1, 2009 - December 31, 2009	January 1, 2010 - January 31, 2010	Total
Ground Transportation	\$208.77	\$866.78	\$1,880.69	\$175.08	\$3,131.32
Airfare	1,723.02	1,316.00	7,812.78	29.00	10,880.80
Lodging		695.02	2,512.60		3,207.62
Business Meals	8.44	111.17	137.08		256.69
Other	820.66	9.20	81.62	368.27	1,279.75
Total Out-of-Pocket Expenses	\$2,760.89	\$2,998.17	\$12,424.77	\$572.35	\$18,756.18

EXHIBIT G
MOTORS LIQUIDATION COMPANY., CASE NO. 09-50026
DETAIL OF EXPENSES
FOR THE PERIOD OCTOBER 1, 2009 TO OCTOBER 31, 2009

Professional	Date	Description	Ground Transportation	Airfare	Business Meals	Other	Total
Bhatia, Kunal	10/9/09	Photocopies - GM Organizational charts				\$245.71	\$245.71
Bhatia, Kunal	10/9/09	Miscellaneous Expenses - Office Supplies				\$6.46	\$6.46
Bhatia, Kunal	10/9/09	Parking	\$5.00				\$5.00
Bhatia, Kunal Total			\$5.00	\$0.00	\$0.00	\$252.17	\$257.17
Butterfield, Carolyn	10/5/09	Electronic Data - Pacer Service Center.				\$32.24	\$32.24
Butterfield, Carolyn Total			\$0.00	\$0.00	\$0.00	\$32.24	\$32.24
Gradick, Amanda	10/5/09	Electronic Data - Pacer Service Center.				\$1.28	\$1.28
Gradick, Amanda Total			\$0.00	\$0.00	\$0.00	\$1.28	\$1.28
Hansen, Paul A	9/15/09	Airfare ticket processing fee.		\$29.00			\$29.00
Hansen, Paul A	9/18/09	Airfare ticket processing fee.		\$29.00			\$29.00
Hansen, Paul A	9/24/09	Airfare exchange fee for non-refundable airfare (50%) on 9/24/09		\$150.00			\$150.00
Hansen, Paul A Total			\$0.00	\$208.00	\$0.00	\$0.00	\$208.00
Phillips, Anna	10/21/09	Taxi - LaGuardia airport to hotel.	\$80.00				\$80.00
Phillips, Anna	10/21/09	Coach Air Fare from Atlanta on 10/21/2009 to New York returned on 10/21/2009 for client meeting, includes \$29.00 Processing Fee.		\$817.54			\$817.54
Phillips, Anna Total			\$80.00	\$817.54	\$0.00	\$0.00	\$897.54
Santambrogio, Juan	10/21/09	Mileage - 76 Miles to and from Atlanta airport plus tolls \$1.	\$42.80				\$42.80
Santambrogio, Juan	10/21/09	Parking at Atlanta airport (10/21/09).	\$14.00				\$14.00
Santambrogio, Juan	10/21/09	Taxi - Weil offices to New York LaGuardia Airport.	\$43.47				\$43.47
Santambrogio, Juan	10/21/09	Breakfast out of town working on GM Matter			\$8.44		\$8.44

Santambrogio, Juan	10/21/09	Taxi - New York FTI office to Weil offices.	\$8.00				\$8.00
Santambrogio, Juan	10/21/09	Coach Air Fare from Atlanta on 10/21/09 to New York returned on 10/21/09 for meeting with Weil and Alix regarding Strasbourg, includes \$29 Processing Fee.		\$697.48			\$697.48
Santambrogio, Juan Total			\$108.27	\$697.48	\$8.44	\$0.00	\$814.19
Selwood, Michael J	10/2/09	Tolls - Transportation for Committee Meeting	\$15.50				\$15.50
Selwood, Michael J Total			\$15.50	\$0.00	\$0.00	\$0.00	\$15.50
Tully, Conor	9/29/09	Postage Weil Gotshal & Manges LLP S. Karotkin & J. Smoli				\$9.12	\$9.12
Tully, Conor	9/29/09	Postage Kramer Levin Naftalis & Franke Thomas Moers Maye				\$6.58	\$6.58
Tully, Conor	9/29/09	Postage Office of the U.S. Trustee Diana G. Adams, Esq.				\$6.58	\$6.58
Tully, Conor	9/29/09	Postage Motors Liquidation Company Mr. Ted Stenger				\$6.99	\$6.99
Tully, Conor	10/5/09	Electronic Data - Pacer Service Center.				\$505.70	\$505.70
Tully, Conor Total			\$0.00	\$0.00	\$0.00	\$534.97	\$534.97
Grand Total			208.77	1,723.02	8.44	820.66	2,760.89

EXHIBIT G
MOTORS LIQUIDATION COMPANY, CASE NO. 09-50026
DETAIL OF EXPENSES
FOR THE PERIOD NOVEMBER 1, 2009 TO NOVEMBER 30, 2009

Professional	Date	Description	Ground Transportation	Airfare	Lodging	Business Meals	Other	Total
Phillips, Anna	10/26/09	Taxi from airport to FTT offices.	143.21					143.21
Phillips, Anna	10/26/09	Taxi from FTT offices to airport.	167.24					167.24
Phillips, Anna	11/4/09	Coach Air Fare from Atlanta on 11/4/2009 to NY returned on 11/5/2009 for client meeting. includes 1/2 of \$29 Processing Fee.		422.00				422.00
Phillips, Anna	11/4/09	Dinner with self.				28.47		28.47
Phillips, Anna	11/5/09	Airfare Change Fee		50.00				50.00
Phillips, Anna	11/5/09	Dinner with self				10.00		10.00
Phillips, Anna	11/5/09	Taxi - ATL airport to home.	85.00					85.00
Phillips, Anna	11/5/09	Taxi - FTT office to NY airport.	51.75					51.75
Phillips, Anna	11/5/09	Breakfast with J. Santambrogio.				23.63		23.63
Phillips, Anna	11/5/09	Hotel in New York, NY for 1 Night, Check In 11/4/2009 - Check Out 11/5/2009 for client meeting.			231.67			231.67
Phillips, Anna	11/5/09	Taxi from airport to FTT offices.	91.19					91.19
Phillips, Anna	11/6/09	Taxi from hotel to airport.	71.61					71.61
Phillips, Anna	11/6/09	Taxi service from home to airport.	143.21					143.21
Phillips, Anna Total			753.21	472.00	231.67	62.10	0.00	1,518.98
Santambrogio, Juan	11/4/09	Breakfast with self at airport.				9.07		9.07
Santambrogio, Juan	11/4/09	Parking at airport.	28.00					28.00
Santambrogio, Juan	11/5/09	Taxi from Kramer Levin office to LaGuardia.	42.77					42.77
Santambrogio, Juan	11/5/09	Coach Air Fare from Atlanta on 11/4/09 to New York returned on 11/5/09 for Meetings with Kramer Levin. includes \$29 Processing Fee		844.00				844.00
Santambrogio, Juan	11/5/09	Local transportation Parking \$41.80. Tolls \$1.00.	42.80					42.80
Santambrogio, Juan	11/5/09	Dinner with self at hotel.				40.00		40.00
Santambrogio, Juan	11/5/09	Hotel Related Expenses in New York, NY for 1 Nights, Check In 11/4/09 - Check Out 11/5/09 for meetings with Kramer Levin			463.35			463.35
Santambrogio, Juan Total			113.57	844.00	463.35	49.07	0.00	1,469.99
Stedman, Elizabeth B	10/5/09	Electronic Data - Pacer Service Center.					9.20	9.20
Stedman, Elizabeth B Total			0	0.00	0.00	0.00	9.20	9.20
Grand Total			866.78	1,316.00	695.02	111.17	9.20	2,998.17

EXHIBIT G
MOTORS LIQUIDATION COMPANY, CASE NO. 09-50026
DETAIL OF EXPENSES
FOR THE PERIOD DECEMBER 1, 2009 TO DECEMBER 31, 2009

Professional	Date	Description	Ground Transportation	Airfare	Lodging	Business Meals	Other	Total
Lake, Brett	9/21/09	Taxi from FTI office to home while working late on a GM matter.	127.30					127.30
Lake, Brett Total			127.30	0.00	0.00	0.00	0.00	127.30
Lundsten, Kirsten	12/21/09	Coach Airfare from Atlanta on 12/21/09 to Detroit returned on 12/21/09 for Meeting with debtor professionals, includes \$29.00 Processing Fee.		352.04				352.04
Lundsten, Kirsten	12/21/09	Taxi from home to Atlanta Airport.	48.00					48.00
Lundsten, Kirsten	12/21/09	Breakfast with self while out of town working on GM Matter.				4.37		4.37
Lundsten, Kirsten Total			48.00	352.04	0.00	4.37	0.00	404.41
Manalo, Caroline	11/16/09	Taxi from FTI office to home while working late on a GM matter.	112.10					112.10
Manalo, Caroline	12/18/09	Roundtrip airfare from Newark to Detroit for meeting with Debtors re: POR, includes Processing Fees.		1,101.40				1,101.40
Manalo, Caroline	12/21/09	Taxi from home to airport.	100.46					100.46
Manalo, Caroline	12/21/09	Taxi from airport to home	103.74					103.74
Manalo, Caroline Total			316.30	1,101.40	0.00	0.00	0.00	1,417.70
Phillips, Anna	11/24/09	Airfare Processing Fee		29.00				29.00
Phillips, Anna	12/2/09	Airfare Processing Fee		29.00				29.00
Phillips, Anna	12/3/09	Airfare Processing Fee		29.00				29.00
Phillips, Anna	12/3/09	Airfare Processing Fee		29.00				29.00
Phillips, Anna	12/7/09	Taxi from home to airport	181.70					181.70
Phillips, Anna	12/8/09	Coach airfare from Atlanta to New York on Dec 10th, returning on Dec 11th for asbestos meeting, includes \$29.00 Processing fee.		844.00				844.00
Phillips, Anna	12/10/09	Taxi from FTI office to meeting.	6.20					6.20
Phillips, Anna	12/11/09	Taxi from Atlanta airport to home.	84.00					84.00
Phillips, Anna	12/11/09	Taxi from FTI office to meeting.	38.96					38.96
Phillips, Anna	12/11/09	Hotel in New York, NY for 1 Night, Check In 12/10/2009 - Check Out 12/11/2009 for asbestos meeting			417.45			417.45
Phillips, Anna	12/12/09	Airfare Change Fee		29.00				29.00

Phillips, Anna	12/13/09	Taxi from home to Atlanta airport	90.00			90.00
Phillips, Anna	12/14/09	Airline change fee.	200.00			200.00
Phillips, Anna	12/15/09	Taxi from home to airport re: asbestos meeting	128.80			128.80
Phillips, Anna	12/15/09	Taxi from LGA to NY FTT office re asbestos meeting	167.24			167.24
Phillips, Anna	12/15/09	Coach airfare from Atlanta to NY on Dec 15, returning on Dec 16, includes \$29.00 Processing Fee	844.00			844.00
Phillips, Anna	12/16/09	Coach airfare from Atlanta to Detroit to NY and return to Atlanta Wind down in Detroit, Asbestos in NY, includes \$29.00 Processing Fee.	1,427.09			1,427.09
Phillips, Anna	12/16/09	Taxi from Atlanta airport to home.	82.00			82.00
Phillips, Anna	12/16/09	Hotel in New York, NY for 2 Nights, Check In 12/14/2009 - Check Out 12/16/2009 for POR meeting	773.54			773.54
Phillips, Anna	12/21/09	Taxi from LGA to hotel.	41.75			41.75
Phillips, Anna	12/21/09	Taxi from Detroit airport to MLC offices	59.00			59.00
Phillips, Anna	12/21/09	Dinner with self while out of town working on a GM matter		40.00		40.00
Phillips, Anna	12/22/09	Breakfast with self while out of town working on GM Matter		8.18		8.18
Phillips, Anna	12/22/09	Hotel in New York, NY for 1 Night, Check In 12/21/2009 - Check Out 12/22/2009 for client meeting	474.83			474.83
Phillips, Anna	12/22/09	Taxi from Atlanta airport to home.	85.00			85.00
Phillips, Anna	12/22/09	Taxi from Kramer Levin office to LGA airport.	37.19			37.19
Phillips, Anna	12/22/09	Dinner with self in airport.		27.29		27.29
Phillips, Anna Total			1,001.84	3,460.09	1,665.82	75.47
				0.00		6,203.22
Santambrogio, Juan	12/3/09	Breakfast with self while out of town working on a GM matter		7.84		7.84
Santambrogio, Juan	12/3/09	Transportation costs in connection with trip to/from airport. Parking \$56.00, Mileage \$41.80, Toll \$1.00	98.80			98.80
Santambrogio, Juan	12/3/09	Hotel in New York for 1 Night, Check In 12/02/09 - Check Out 12/03/09 for MLC asbestos meetings		451.87		451.87
Santambrogio, Juan	12/3/09	Coach Airfare from Atlanta on 12/02/09 to NY returned on 12/03/09 for MLC asbestos meetings, includes \$29.00 Processing Fee	844.00			844.00
Santambrogio, Juan	12/10/09	Local Transportation Parking \$14.00, Mileage \$41.80, \$1.00 toll	56.80			56.80
Santambrogio, Juan	12/10/09	Dinner with self while out of town working on GM Matter.		27.82		27.82
Santambrogio, Juan	12/10/09	Coach airfare from Atlanta on 12/10/09 to New York returned on 12/10/09 for Meeting on asbestos insurance recoveries, includes \$29 Processing Fee.	844.00			844.00

Santambrogio, Juan	12/15/09	Transportation costs in connection with trip to/from airport Mileage \$41.80, Toll \$1.00.	42.80					42.80
Santambrogio, Juan	12/15/09	Coach airfare from Atlanta on 12/15/09 to New York returned on 12/16/09 for meetings with Debtors, includes \$29 Processing Fee.	844.00					844.00
Santambrogio, Juan	12/15/09	Hotel in New York, NY for 1 Night, Check In 12/15/09 - Check Out 12/16/09 for meetings with Debtors	394.91					394.91
Santambrogio, Juan	12/15/09	Taxi from Dinner meeting to hotel.	8.00					8.00
Santambrogio, Juan	12/15/09	Taxi from LaGuardia to FTI office	41.17					41.17
Santambrogio, Juan	12/15/09	Taxi from FTI office to Weil office.	8.00					8.00
Santambrogio, Juan	12/15/09	Taxi from Weil office to FTI office	10.00					10.00
Santambrogio, Juan	12/15/09	Breakfast with self while out of town working on GM Matter			7.16			7.16
Santambrogio, Juan	12/16/09	Taxi from FTI office to LaGuardia	42.68					42.68
Santambrogio, Juan	12/16/09	Transportation costs in connection with trip to/from airport: Parking at airport	28.00					28.00
Santambrogio, Juan	12/16/09	Breakfast with self while out of town working on GM Matter			5.93			5.93
Santambrogio, Juan Total			336.25	2,532.00	846.78	48.75	0.00	3,763.78
Shapss-Herringer, Wendy	12/10/09	Local Transportation - Subway round trip to Weil Gotshal for W. Shapss One way for J. Santambrogio and one way for A. Phillips.	9.00					9.00
Shapss-Herringer, Wendy Total			9.00	0.00	0.00	0.00	0.00	9.00
Tully, Conor	10/28/09	Postage Motors Liquidation Company Mr. Ted Stenger				7.13		7.13
Tully, Conor	10/28/09	Postage Weil Gotshal				6.71		6.71
Tully, Conor	10/28/09	Postage Kramer Levin				6.71		6.71
Tully, Conor	10/28/09	Postage Office of the U.S. Trustee Diana G. Adams, Esq.				6.71		6.71
Tully, Conor	11/23/09	Postage Motors Liquidation Company Mr. Ted Stenger				7.03		7.03
Tully, Conor	11/23/09	Postage Kramer Levin				6.61		6.61
Tully, Conor	11/23/09	Postage Weil Gotshal				6.61		6.61
Tully, Conor	11/23/09	Postage Office of the U.S. Trustee Diana G. Adams, Esq.				6.61		6.61
Tully, Conor	12/18/09	Postage Kramer Levin				6.77		6.77
Tully, Conor	12/18/09	Postage Motors Liquidation Company Mr. Ted Stenger				7.19		7.19

Tully, Conor	12/18/09	Postage Office of the U.S. Trustee Diana G. Adams. Esq.				6.77	6.77
Tully, Conor	12/18/09	Postage Weil Gotshal				6.77	6.77
Tully, Conor Total			0.00	0.00	0.00	0.00	81.62
Wicker, Raven	12/21/09	Dinner with Kirsten Lundsten and self at Detroit airport		15.21			15.21
Wicker, Raven	12/21/09	Breakfast with self at Atlanta airport on the way to Detroit for meeting with Debtors.				8.49	8.49
Wicker, Raven	12/21/09	Taxi from Atlanta Airport to home.	40.00				40.00
Wicker, Raven	12/21/09	Subway from North Avenue Station to Atlanta Airport.	2.00				2.00
Wicker, Raven	12/21/09	Coach airfare from Atlanta on 12/21/2009 to Detroit returned on 12/21/2009 for POR meeting, includes \$29 Processing Fee.		352.04			352.04
Wicker, Raven Total			42.00	367.25	0.00	8.49	0.00
Grand Total			1,880.69	7,812.78	2,512.60	137.08	81.62

EXHIBIT G
MOTORS LIQUIDATION COMPANY, CASE NO. 09-50026
DETAIL OF EXPENSES
FOR THE PERIOD JANUARY 1, 2010 TO JANUARY 31, 2010

Professional	Date	Description	Ground Transportation	Airfare	Lodging	Business Meals	Other	Total
Butterfield, Carolyn	1/6/10	Electronic Data - Pacer Service Center					16.56	16.56
Butterfield, Carolyn Total			0.00	0.00	0.00	0.00	16.56	16.56
Bellazain-Harris, Sheba	1/6/10	Electronic Data - Pacer Service Center					343.36	343.36
Bellazain-Harris, Sheba Total			0.00	0.00	0.00	0.00	343.36	343.36
Eisenband, Michael	1/7/10	Subway roundtrip to meeting at Weil	4.50					4.50
Eisenband, Michael Total			4.50	0.00	0.00	0.00	0.00	4.50
Tully, Conor	12/15/09	Taxi from the office to home while working late on a GM matter.	154.33					154.33
Tully, Conor	1/7/10	Taxi from office to meeting at Weil.	14.00					14.00
Tully, Conor	1/7/10	Subway from Weil to office	2.25					2.25
Tully, Conor	1/15/10	Postage Mr Brady C. Williamson					8.35	8.35
Tully, Conor Total			170.58	0.00	0.00	0.00	8.35	178.93
Phillips, Anna	12/19/09	Coach class airfare change fee		29.00				29.00
Phillips, Anna Total			0.00	29.00	0.00	0.00	0.00	29.00
Grand Total			175.08	29.00	0.00	0.00	368.27	572.35